

EXHIBIT C
(Proposed Order)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

ICE MILLER LLP

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*Proposed Counsel to the Official Committee of
Unsecured Creditors*

In re:

NATIONAL REALTY INVESTMENT
ADVISORS, LLC, *et al.*⁸,

Debtors.

Chapter 11

Case No: 22-14539-JKS

(Jointly Administered)

Hearing Date: August 23, 2022 at 10:00 a.m. (ET)

**ORDER GRANTING THE APPLICATION TO EMPLOY ICE MILLER LLP AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO JULY 5, 2022**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

⁸ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/NRIA>. The location of the Debtors' service address is: 1 Harmon Plaza, Floor 9, Secaucus, New Jersey 07094.

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Upon consideration of the *Application to Employ Ice Miller LLP as Counsel for the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 5, 2022* (the “Application”), filed by the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned jointly administered chapter 11 cases (the “Chapter 11 Cases”) of National Realty Investment Advisors, LLC, *et al.* (the “Debtors”), by and through the Committee’s Chairperson, pursuant to sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (“the “Bankruptcy Rules”) upon the terms set forth in the Application; and the declaration of Caroline Gladding-Spiteri, Chairperson of the Committee (the “Spiteri Declaration”) and the declaration of Louis T. DeLucia (the “DeLucia Declaration”) in support thereof, and any response(s) to the Application; and due and proper notice of the Application having been given; and it appearing that no other or further notice of the Application being required; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference 12-1* dated September 18, 2012; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b)(2) for which the Court may enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the relief requested in the Application and provided for herein being in the best interest of the Debtor, its estate, and its creditors; and all objections to the Application having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Application, the Spiteri Declaration, and the DeLucia Declaration establish just cause for the relief granted herein, and the Court being satisfied, based

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on the representations therein that Ice Miller LLP and its professionals are “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, and neither hold nor represent any adverse interest in these cases as required by section 1103(b) of the Bankruptcy Code; and upon all the proceedings before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. The Application is approved.
2. The Committee is authorized to retain and employ Ice Miller LLP as its counsel in these Chapter 11 Cases, effective *nunc pro tunc* to July 5, 2022, on the terms and conditions set forth in the Application and the DeLucia Declaration.
3. Ice Miller shall apply for compensation, and shall be compensated, for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, as well as the *General Order Adopting Guidelines Governing Procedures for Payment of Interim Compensation and Reimbursement of Expenses to Professionals* dated March 31, 2003, and the Court’s *Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* (Dkt. 177), entered on July 21, 2022, and any amendments or modifications thereto.
4. Ice Miller shall provide ten business days’ notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates set forth in the Application.

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5. The Committee and Ice Miller are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. This Order shall be effective immediately and enforceable upon its entry.

7. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Bankruptcy Rules and the Local Bankruptcy Rules are satisfied by the Application.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

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